

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

**FORM 8-K**

CURRENT REPORT

Pursuant to Section 13 or 15(d) of  
the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): February 7, 2013

**VENTRUS BIOSCIENCES, INC.**

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation)

001-35005

(Commission File Number)

20-8729264

(IRS Employer ID Number)

99 Hudson Street, 5<sup>th</sup> Floor, New York, New York

(Address of principal executive offices)

10013

(Zip Code)

Registrant's telephone number, including area code

(646) 706-5208

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 8.01. Other Events.**

On February 7, 2013, we issued a press release announcing that the underwriter of our recent common stock public offering, which closed on February 4, 2013 along with our concurrent Series A Non-Voting Convertible preferred stock public offering, exercised in full its over-allotment option to purchase an additional 870,000 shares of common stock at \$2.50 per share, less underwriting discount and commissions and offering expenses. A copy of this press release is attached.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release dated February 7, 2013.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**VENTRUS BIOSCIENCES, INC.**

Date: February 7, 2013

By: /s/ David J. Barrett  
David J. Barrett, Chief Financial Officer

**VENTRUS BIOSCIENCES ANNOUNCES FULL EXERCISE OF OVERALLOTMENT  
OPTION BY UNDERWRITERS**

**New York, NY, February 7, 2013** – Ventrus Biosciences, Inc. (Nasdaq: VTUS) today announced that the underwriter of its previously announced public offering of common stock has exercised in full its over-allotment option to purchase an additional 870,000 shares of common stock at the public offering price of \$2.50 per share, less underwriting discounts and commissions and offering expenses. The closing of the over-allotment option exercise occurred today, February 7, 2013, and resulted in gross proceeds to the Company of \$2,175,000. Exercise of the over-allotment option increases the gross proceeds to the Company, before any underwriting discounts and commissions and estimated offering expenses, from \$20.0 million to approximately \$22.2 million.

William Blair & Company, L.L.C. served as the sole book-running manager of the public offering.

The offering is being made pursuant to an effective shelf registration statement previously filed with the U.S. Securities and Exchange Commission. This press release does not constitute an offer to sell or a solicitation of an offer to buy nor shall there be any sale of these securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction. Any offer, if at all, will be made only by means of a prospectus supplement and accompanying prospectus forming a part of the effective registration statement, copies of which may be obtained, when available, from William Blair & Company, L.L.C., Attention: Prospectus Department, 222 West Adams Street, Chicago, IL 60606, by telephone at (800) 621-0687, or by e-mail at [prospectus@williamblair.com](mailto:prospectus@williamblair.com).

**About Ventrus Biosciences**

Ventrus is a development stage pharmaceutical company focused on the development of late-stage prescription drugs for gastrointestinal problems, specifically anal disorders. Our lead product is topical diltiazem (VEN 307) for the treatment of anal fissures, for which the first Phase 3 trial was initiated in November 2010, and reported positive top line results in May 2012. The second Phase 3 trial began enrollment in the fourth quarter of 2012 and is ongoing. Our product candidate portfolio also includes topical phenylephrine (VEN 308) intended to treat fecal incontinence. VEN 307 and VEN 308 are two molecules that were previously approved and marketed for other indications and that have been formulated into our in-licensed proprietary topical treatments for these new gastrointestinal indications.

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*Please Note: The information provided herein contains estimates and other forward-looking statements regarding future events. Such statements are just predictions and are subject to risks and uncertainties that could cause the actual events or results to differ materially. These risks and uncertainties include, among others: the estimated proceeds from the offerings and our use of the anticipated proceeds from the offerings; the components, timing, cost and results of clinical trials and other development activities involving our product candidates; the unpredictability of the clinical development of our product candidates and of the duration and results of regulatory review of those candidates by the FDA and foreign regulatory authorities; the unpredictability of the size of the markets for, and market acceptance of, any of our products; our anticipated capital expenditures, our estimates regarding our capital requirements, and our need for future capital; our reliance on our lead product candidate, VEN 307; our ability to retain and hire necessary employees and to staff our operations appropriately; and the possible impairment of, or inability to obtain, intellectual property rights and the costs of obtaining such rights from third parties. The reader is referred to the documents that we file from time to time with the Securities and Exchange Commission.*

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